

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN  
FILED PROOFS OF CLAIM. PARTIES RECEIVING THIS NOTICE OF  
ONE HUNDRED FORTY-SIXTH OMNIBUS OBJECTION TO CLAIMS  
SHOULD REVIEW THE OMNIBUS OBJECTION TO SEE IF THEIR  
NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE OMNIBUS  
OBJECTION AND/OR IN THE EXHIBIT ATTACHED THERETO TO  
DETERMINE WHETHER THIS OBJECTION AFFECTS THEIR  
CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT  
DEBTORS' COUNSEL, ERIN ECKOLS, AT 214-746-7700.**

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Robert J. Lemons

Attorneys for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
**In re** : Chapter 11 Case No.  
:  
**LEHMAN BROTHERS HOLDINGS INC., et al.,** : 08-13555 (JMP)  
:  
**Debtors.** : (Jointly Administered)  
-----X

**NOTICE OF HEARING ON DEBTORS' ONE HUNDRED FORTY-SIXTH  
OMNIBUS OBJECTION TO CLAIMS (SETTLED DERIVATIVES CLAIMS)**

**PLEASE TAKE NOTICE** that on May 16, 2011, Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), filed their one hundred forty-sixth omnibus objection to claims (the “Debtors’ One Hundred Forty-Sixth Omnibus Objection to Claims”), and that a

hearing (the “Hearing”) to consider the Debtors’ One Hundred Forty-Sixth Omnibus Objection to Claims will be held before the Honorable James M. Peck, United States Bankruptcy Judge, in Courtroom 601 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004, on **June 30, 2011 at 10:00 a.m. (Eastern Time)**, or as soon thereafter as counsel may be heard.

**PLEASE TAKE FURTHER NOTICE** that any responses to the Debtors’ One Hundred Forty-Sixth Omnibus Objection to Claims must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed with the Bankruptcy Court (a) electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)) by registered users of the Bankruptcy Court’s filing system, and (b) by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy delivered directly to Chambers), in accordance with General Order M-182 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and served in accordance with General Order M-399, and on (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) attorneys for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemons, Esq. and Mark Bernstein, Esq.); (iii) the Office of the United States Trustee for Region 2, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq., Elisabetta Gasparini, Esq., and Andrea B. Schwartz, Esq.); and (iv) attorneys for the official committee of unsecured creditors appointed in these cases, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq., Dennis O’Donnell, Esq., and

Evan Fleck, Esq.); so as to be so filed and received by no later than **June 15, 2011 at 4:00 p.m. (Eastern Time)** (the “Response Deadline”).

**PLEASE TAKE FURTHER NOTICE** that if no responses are timely filed and served with respect to the Debtors’ One Hundred Forty-Sixth Omnibus Objection to Claims or any claim set forth thereon, the Debtors may, on or after the Response Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed order annexed to the Debtors’ One Hundred Forty-Sixth Omnibus Objection to Claims, which order may be entered with no further notice or opportunity to be heard offered to any party.

Dated: May 16, 2011  
New York, New York

/s/ Robert J. Lemons  
Robert J. Lemons

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Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----  
**In re** : Chapter 11 Case No.  
:  
**LEHMAN BROTHERS HOLDINGS INC., et al.** : 08-13555 (JMP)  
:  
**Debtors.** : (Jointly Administered)  
-----  
X

**DEBTORS' ONE HUNDRED FORTY-SIXTH OMNIBUS  
OBJECTION TO CLAIMS (SETTLED DERIVATIVES CLAIMS)**

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE  
CERTAIN FILED PROOFS OF CLAIM. PARTIES RECEIVING  
THIS ONE HUNDRED FORTY-SIXTH OMNIBUS OBJECTION TO  
CLAIMS SHOULD REVIEW THE OMNIBUS OBJECTION TO SEE  
IF THEIR NAME(S) AND/OR CLAIM(S) ARE LOCATED IN THE  
OMNIBUS OBJECTION AND/OR IN THE EXHIBIT ATTACHED  
THERETO TO DETERMINE WHETHER THIS OBJECTION  
AFFECTS THEIR CLAIM(S).**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT  
DEBTORS' COUNSEL, ERIN ECKOLS, AT 214-746-7700.**

TO THE HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE:

Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors, in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), respectfully represent as follows:

**Relief Requested**

1. The Debtors file this one hundred forty-sixth omnibus objection to claims (the “One Hundred Forty-Sixth Omnibus Objection to Claims”), pursuant to section 502(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim filed in these chapter 11 cases (the “Procedures Order”) [Docket No. 6664], seeking to disallow and expunge the claims listed on Exhibit A annexed hereto.

2. The Debtors have examined the proofs of claim identified on Exhibit A and have determined that the proofs of claim listed on Exhibit A (collectively, the “Settled Derivatives Claims”) should be disallowed and expunged as contrary to the settlements that the parties have entered into. Pursuant to this Court’s order approving procedures for the settlement or assumption and assignment of prepetition derivatives contracts (the “December Order”) [Docket No. 2257], claimants and the Debtors have negotiated settlements of disputes related to derivatives claims. These settlements provide for resolution of the derivatives claims with a payment to the Debtors, with no amounts being due between the parties, or with the counterparty being granted a single allowed derivatives claim against one or more Debtor counterparties for a release of all

other derivatives claims the claimant has asserted related thereto. The settlements are reflected in executed termination agreements among the relevant parties or have been agreed to by the relevant parties in other writings. The proofs of claim being objected to are not consistent with such settlements as they seek to recover amounts based on prepetition derivatives contracts for which the applicable Debtor does not have liability. The Debtors, therefore, request that the Court disallow and expunge the Settled Derivatives Claims.

**Jurisdiction**

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

**Background**

4. Commencing on September 15, 2008, and periodically thereafter, LBHI and certain of its subsidiaries commenced with this Court voluntary cases under title 11 of the Bankruptcy Code. The Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On September 17, 2008, the United States Trustee for Region 2 (the “U.S. Trustee”) appointed the statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Creditors’ Committee”).

6. On December 16, 2008, the Court entered the December Order, which approved and established specific procedures by which the Debtors could settle claims arising from the termination of prepetition derivatives contracts.

7. On January 19, 2009, the U.S. Trustee appointed Anton R. Valukas as Examiner in the above-captioned chapter 11 cases (the “Examiner”) and by order, dated January 20, 2009 [Docket No. 2583], the Court approved the U.S. Trustee’s appointment of the Examiner. The Examiner has filed his report pursuant to section 1106(b) of the Bankruptcy Code [Docket No. 7531].

8. On January 14, 2010, the Court entered the Procedures Order, which authorizes the Debtors, among other things, to file omnibus objections to no more than 500 claims at a time, on various grounds, including those set forth in Bankruptcy Rule 3007(d) and those additional grounds set forth in the Procedures Order.

**The Settled Derivatives Claims Should Be Disallowed and Expunged**

9. In their review of the claims filed on the claims register in these cases, the Debtors have identified the claims on Exhibit A as being claims for which the Debtors specifically negotiated a settlement with the claimants for a payment to the Debtors, for zero dollars, or for a single recovery against one or more Debtors in exchange for a release of all other related derivatives claims. The Settled Derivatives Claims are not consistent with the settlements.

10. A filed proof of claim is “deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). If an objection refuting at least one of the claim’s essential allegations is asserted, the claimant has the burden to demonstrate the validity of the claim. *See In re Oneida Ltd.*, 400 B.R. 384, 389 (Bankr. S.D.N.Y. 2009);

*In re Adelphia Commc's Corp.*, Ch. 11 Case No. 02-41729 (REG), 2007 Bankr. LEXIS 660 at \*15 (Bankr. S.D.N.Y. Feb. 20, 2007); *In re Rockefeller Ctr. Props.*, 272 B.R. 524, 539 (Bankr. S.D.N.Y. 2000).

11. Pursuant to the December Order, the Debtors engaged in negotiations with certain claimants that had filed proofs of claim against the Debtors asserting obligations based on prepetition derivatives contracts. The Debtors and these claimants negotiated and agreed that these derivatives claims would be resolved by (i) no amounts being due between the parties, (ii) the claimants making a payment to the Debtors, or (iii) the claimant having a single allowed claim against one or more Debtor counterparties in exchange for a release of all other derivatives claims that it has asserted related thereto. The agreements are reflected in an executed termination agreement or other writing. In order to properly reflect the Debtors' and claimants' agreements, the Debtors request that the Court disallow and expunge in their entirety the Settled Derivatives Claims listed on Exhibit A.

**Notice**

12. No trustee has been appointed in these chapter 11 cases. The Debtors have served notice of this One Hundred Forty-Sixth Omnibus Objection to Claims on (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) each claimant listed on Exhibit A; and (vii) all other parties entitled to notice in accordance with the procedures set forth in the second amended order entered on June 17, 2010, governing case

management and administrative procedures for these cases [Docket No. 9635]. The Debtors submit that no other or further notice need be provided.

13. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as is just.

Dated: May 16, 2011  
New York, New York

/s/ Robert J. Lemons  
Robert J. Lemons

WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

Attorneys for Debtors  
and Debtors in Possession

# EXHIBIT A

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)****OMNIBUS OBJECTION 146: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

|   | NAME   | CASE NUMBER       | DEBTOR NAME                               | FILED DATE | CLAIM # | TOTAL CLAIM DOLLARS | REASON FOR PROPOSED DISALLOWANCE |
|---|--|-------------------|---|------------|---------|---------------------|----------------------------------|
| 1 | AB MOORE, L.P.<br>TRANSFEROR: BARCLAYS BANK PLC<br>C/O MOORE CAPITAL MANAGEMENT,<br>L.P.<br>ATTN: LEGAL DEPARTMENT<br>1252 AVENUE OF THE AMERICAS, 53RD<br>FLOOR<br>NEW YORK, NY 10020   | 08-13555<br>(JMP) | Lehman Brothers Holdings<br>Inc.          | 11/09/2009 | 65275   | \$10,223,081.00*    | Settled Derivatives Claim        |
| 2 | ARCHSTONE<br>F/K/A ARCHSTONE-SMITH<br>OPERATING TRUST<br>ATTN: ARIEL AMIR<br>9200 EAST PANORAMA CIRCLE, STE 400<br>ENGLEWOOD, CO 80112   | 08-13555<br>(JMP) | Lehman Brothers Holdings<br>Inc.          | 09/21/2009 | 20221   | \$552,266.45        | Settled Derivatives Claim        |
| 3 | ASHTON FOREST PARK, LP<br>C/O AMBLING COMPANIES, INC<br>ATTN: GREG WRIGHT<br>7000 CENTRAL PARKWAY, SUITE 1100<br>ATLANTA, GA 30328   | 08-13555<br>(JMP) | Lehman Brothers Holdings<br>Inc.          | 09/22/2009 | 27283   | \$381,955.00        | Settled Derivatives Claim        |
| 4 | DIAMOND FINANCE PUBLIC LIMITED<br>COMPANY SERIES 2007-3A<br>C.O THE BANK OF NEW YORK<br>MELLON-LONDON BRANCH<br>ATTN:SANAJAY JOBANPUTRA - VICE<br>PRESIDENT, GLOBAL CORPORATE<br>TRUST<br>ONE CANADA SQUARE<br>LONDON, E15 5AL<br>UNITED KINGDOM | 08-13888<br>(JMP) | Lehman Brothers Special<br>Financing Inc. | 10/16/2009 | 40714   | Undetermined        | Settled Derivatives Claim        |

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)****OMNIBUS OBJECTION 146: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

|   | NAME  | CASE NUMBER       | DEBTOR NAME                            | FILED DATE | CLAIM # | TOTAL CLAIM DOLLARS | REASON FOR PROPOSED DISALLOWANCE |
|---|---|-------------------|--|------------|---------|---------------------|----------------------------------|
| 5 | DIAMOND FINANCE PUBLIC LIMITED COMPANY SERIES 2007-3A<br><br>C.O THE BANK OF NEW YORK<br>MELLON-LONDON BRANCH<br>ATTN:SANAJAY JOBANPUTRA - VICE<br>PRESIDENT, GLOBAL CORPORATE<br>TRUST<br>ONE CANADA SQUARE<br>LONDON, E15 5AL<br>UNITED KINGDOM | 08-13555<br>(JMP) | Lehman Brothers Holdings Inc.          | 10/16/2009 | 40715   | Undetermined        | Settled Derivatives Claim        |
| 6 | DIAMOND FINANCE PUBLIC LIMITED COMPANY SERIES 2007-3B<br><br>C.O THE BANK OF NEW YORK<br>MELLON-LONDON BRANCH<br>ATTN:SANAJAY JOBANPUTRA - VICE<br>PRESIDENT, GLOBAL CORPORATE<br>TRUST<br>ONE CANADA SQUARE<br>LONDON, E15 5AL<br>UNITED KINGDOM | 08-13888<br>(JMP) | Lehman Brothers Special Financing Inc. | 10/16/2009 | 40711   | Undetermined        | Settled Derivatives Claim        |
| 7 | DIAMOND FINANCE PUBLIC LIMITED COMPANY SERIES 2007-3B<br><br>C.O THE BANK OF NEW YORK<br>MELLON-LONDON BRANCH<br>ATTN:SANAJAY JOBANPUTRA - VICE<br>PRESIDENT, GLOBAL CORPORATE<br>TRUST<br>ONE CANADA SQUARE<br>LONDON, E15 5AL<br>UNITED KINGDOM | 08-13555<br>(JMP) | Lehman Brothers Holdings Inc.          | 10/16/2009 | 40712   | Undetermined        | Settled Derivatives Claim        |

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)****OMNIBUS OBJECTION 146: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

|    | NAME   | CASE NUMBER       | DEBTOR NAME                               | FILED DATE | CLAIM # | TOTAL CLAIM DOLLARS | REASON FOR PROPOSED DISALLOWANCE |
|----|--|-------------------|---|------------|---------|---------------------|----------------------------------|
| 8  | FORTRESS INVESTMENT FUND III<br>(COINVESTMENT FUND A) L.P.<br>C/O FORTRESS INVESTMENT GROUP<br>LLC<br>1345 AVENUE OF THE AMERICAS, 47TH<br>FLOOR<br>NEW YORK, NY 10105 | 08-13888<br>(JMP) | Lehman Brothers Special<br>Financing Inc. | 04/07/2011 | 67444   | \$605,095.20*       | Settled Derivatives Claim        |
| 9  | FORTRESS INVESTMENT FUND III<br>(COINVESTMENT FUND A) L.P.<br>C/O FORTRESS INVESTMENT GROUP<br>LLC<br>1345 AVENUE OF THE AMERICAS, 47TH<br>FLOOR<br>NEW YORK, NY 10105 | 08-13555<br>(JMP) | Lehman Brothers Holdings<br>Inc.          | 04/07/2011 | 67445   | \$605,095.20*       | Settled Derivatives Claim        |
| 10 | FORTRESS INVESTMENT FUND III<br>(COINVESTMENT FUND B) L.P.<br>C/O FORTRESS INVESTMENT GROUP<br>LLC<br>1345 AVENUE OF THE AMERICAS, 47TH<br>FLOOR<br>NEW YORK, NY 10105 | 08-13888<br>(JMP) | Lehman Brothers Special<br>Financing Inc. | 04/07/2011 | 67450   | \$1,180,207.87*     | Settled Derivatives Claim        |
| 11 | FORTRESS INVESTMENT FUND III<br>(COINVESTMENT FUND B) L.P.<br>C/O FORTRESS INVESTMENT GROUP<br>LLC<br>1345 AVENUE OF THE AMERICAS, 47TH<br>FLOOR<br>NEW YORK, NY 10105 | 08-13555<br>(JMP) | Lehman Brothers Holdings<br>Inc.          | 04/07/2011 | 67451   | \$1,180,207.87*     | Settled Derivatives Claim        |

## IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)

## OMNIBUS OBJECTION 146: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

|    | NAME   | CASE NUMBER    | DEBTOR NAME                            | FILED DATE | CLAIM # | TOTAL CLAIM DOLLARS | REASON FOR PROPOSED DISALLOWANCE |
|----|--|----------------|--|------------|---------|---------------------|----------------------------------|
| 12 | FORTRESS INVESTMENT FUND III (COINVESTMENT FUND C) L.P.<br>C/O FORTRESS INVESTMENT GROUP LLC,<br>1345 AVENUE OF THE AMERICAS, 47TH FLOOR<br>NEW YORK, NY 10105 | 08-13888 (JMP) | Lehman Brothers Special Financing Inc. | 04/07/2011 | 67440   | \$310,574.74*       | Settled Derivatives Claim        |
| 13 | FORTRESS INVESTMENT FUND III (COINVESTMENT FUND C) L.P.<br>C/O FORTRESS INVESTMENT GROUP LLC,<br>1345 AVENUE OF THE AMERICAS, 47TH FLOOR<br>NEW YORK, NY 10105 | 08-13555 (JMP) | Lehman Brothers Holdings Inc.          | 04/07/2011 | 67441   | \$310,574.74*       | Settled Derivatives Claim        |
| 14 | FORTRESS INVESTMENT FUND III (COINVESTMENT FUND D) L.P.<br>C/O FORTRESS INVESTMENT GROUP LLC<br>1345 AVENUE OF THE AMERICAS, 47TH FLOOR<br>NEW YORK, NY 10105  | 08-13555 (JMP) | Lehman Brothers Holdings Inc.          | 04/07/2011 | 67442   | \$1,446,732.83*     | Settled Derivatives Claim        |
| 15 | FORTRESS INVESTMENT FUND III (COINVESTMENT FUND D) L.P.<br>C/O FORTRESS INVESTMENT GROUP LLC<br>1345 AVENUE OF THE AMERICAS, 47TH FLOOR<br>NEW YORK, NY 10105  | 08-13888 (JMP) | Lehman Brothers Special Financing Inc. | 04/07/2011 | 67443   | \$1,446,732.83*     | Settled Derivatives Claim        |

\* - Indicates claim contains unliquidated and/or undetermined amounts

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## IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)

## OMNIBUS OBJECTION 146: EXHIBIT A - SETTLED DERIVATIVES CLAIMS

|    | NAME   | CASE NUMBER    | DEBTOR NAME                            | FILED DATE | CLAIM # | TOTAL CLAIM DOLLARS | REASON FOR PROPOSED DISALLOWANCE |
|----|--|----------------|--|------------|---------|---------------------|----------------------------------|
| 16 | FORTRESS INVESTMENT FUND V (FUND A) L.P.<br>C/O FORTRESS INVESTMENT GROUP LLC<br>1345 AVENUE OF THE AMERICAS, 47TH FLOOR<br>NEW YORK, NY 10105   | 08-13888 (JMP) | Lehman Brothers Special Financing Inc. | 04/07/2011 | 67448   | \$598,698.66*       | Settled Derivatives Claim        |
| 17 | FORTRESS INVESTMENT FUND V (FUND A) L.P.<br>C/O FORTRESS INVESTMENT GROUP LLC<br>1345 AVENUE OF THE AMERICAS, 47TH FLOOR<br>NEW YORK, NY 10105   | 08-13555 (JMP) | Lehman Brothers Holdings Inc.          | 04/07/2011 | 67449   | \$598,698.66*       | Settled Derivatives Claim        |
| 18 | FORTRESS MORTGAGE OPPORTUNITIES MASTER FUND SERIES 2 L.P.<br>C/O FORTRESS MORTGAGE OPPORTUNITIES ADVISORS LLC<br>ATTENTION: GENERAL COUNSEL<br>1345 AVENUE OF THE AMERICAS, 47TH FLOOR<br>NEW YORK, NY 10105 | 08-13888 (JMP) | Lehman Brothers Special Financing Inc. | 04/07/2011 | 67446   | \$1,138,300.01*     | Settled Derivatives Claim        |
| 19 | FORTRESS MORTGAGE OPPORTUNITIES MASTER FUND SERIES 2 L.P.<br>C/O FORTRESS MORTGAGE OPPORTUNITIES ADVISORS LLC<br>ATTENTION: GENERAL COUNSEL<br>1345 AVENUE OF THE AMERICAS, 47TH FLOOR<br>NEW YORK, NY 10105 | 08-13555 (JMP) | Lehman Brothers Holdings Inc.          | 04/07/2011 | 67447   | \$1,138,300.01*     | Settled Derivatives Claim        |

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)****OMNIBUS OBJECTION 146: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

|    | NAME   | CASE NUMBER       | DEBTOR NAME                            | FILED DATE | CLAIM # | TOTAL CLAIM DOLLARS | REASON FOR PROPOSED DISALLOWANCE |
|----|--|-------------------|--|------------|---------|---------------------|----------------------------------|
| 20 | GOLDMAN SACHS LENDING PARTNERS LLC<br><br>TRANSFEROR: TPG-AXON PARTNERS, LTD.<br><br>c/o Goldman, Sachs & Co. Attn: A. Caditz<br>30 Hudson Street, 36th Floor<br>Jersey City, NJ 07302 | 08-13555<br>(JMP) | Lehman Brothers Holdings Inc.          | 09/18/2009 | 17601   | \$821,074.22*       | Settled Derivatives Claim        |
| 21 | JMG CAPITAL PARTNERS LP<br><br>C/O JMG CAPITAL MANAGEMENT, LLC<br><br>ATTN: NOELLE NEWTON<br>11601 WILSHIRE BLVD., SUITE 2180<br>LOS ANGELES, CA 90025                                 | 08-13555<br>(JMP) | Lehman Brothers Holdings Inc.          | 09/21/2009 | 21886   | \$8,170,773.00*     | Settled Derivatives Claim        |
| 22 | LUTHERAN SOCIAL MINISTRIES OF NEW JERSEY<br><br>RE: DERIVATIVE MASTER ACCOUNT #<br>060205LSMN<br><br>6 TERRI LANE, SUITE 300<br>BURLINGTON, NJ 08016                                   | 08-13555<br>(JMP) | Lehman Brothers Holdings Inc.          | 09/21/2009 | 25058   | \$95,518.24         | Settled Derivatives Claim        |
| 23 | MCCARTHY, DENIS<br>CLIFTON PLEDGE A/C<br>ANNADLE ROAD<br>KILLORGLIN<br>COUNTY KERRY,<br>IRELAND  | 08-13555<br>(JMP) | Lehman Brothers Holdings Inc.          | 09/22/2009 | 34230   | \$697,401.82        | Settled Derivatives Claim        |
| 24 | MEDICAL CENTER OF THE ROCKIES<br>2315 E. HARMONY ROAD<br>SUITE 200<br><br>ATTN: STEVE ELLSWORTH<br>FORT COLLINS, CO 80528  | 08-13888<br>(JMP) | Lehman Brothers Special Financing Inc. | 09/17/2009 | 14785   | \$3,000,000.00*     | Settled Derivatives Claim        |

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)****OMNIBUS OBJECTION 146: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

|    | NAME  | CASE NUMBER       | DEBTOR NAME                            | FILED DATE | CLAIM # | TOTAL CLAIM DOLLARS | REASON FOR PROPOSED DISALLOWANCE |
|----|---|-------------------|--|------------|---------|---------------------|----------------------------------|
| 25 | POUDRE VALLEY HEALTH CARE, INC.<br>2315 E. HARMONY ROAD<br>SUITE 200<br>ATTN: STEVE ELLSWORTH<br>FORT COLLINS, CO 80528             | 08-13888<br>(JMP) | Lehman Brothers Special Financing Inc. | 09/21/2009 | 24520   | \$3,000,000.00*     | Settled Derivatives Claim        |
| 26 | QUINTESSENCE FUND LP<br>ATTN: NICK BRUMM<br>C/O QVT FINANCIAL LP<br>1177 AVENUE OF THE AMERICAS, 9TH<br>FLR<br>NEW YORK, NY 10036   | 08-13888<br>(JMP) | Lehman Brothers Special Financing Inc. | 09/21/2009 | 21908   | \$0.00              | Settled Derivatives Claim        |
| 27 | QUINTESSENCE FUND LP<br>C/O QVT FINANCIAL LP<br>ATTN: NICK BRUMM<br>1177 AVENUE OF THE AMERICAS, 9TH<br>FLOOR<br>NEW YORK, NY 10036 | 08-13888<br>(JMP) | Lehman Brothers Special Financing Inc. | 09/21/2009 | 22977   | \$0.00              | Settled Derivatives Claim        |
| 28 | QUINTESSENCE FUND LP<br>C/O QVT FINANCIAL LP<br>ATTN: NICK BRUMM<br>1177 AVENUE OF THE AMERICAS, 9TH<br>FLOOR<br>NEW YORK, NY 10036 | 08-13555<br>(JMP) | Lehman Brothers Holdings Inc.          | 09/21/2009 | 22978   | \$0.00              | Settled Derivatives Claim        |
| 29 | QVT FUND LP<br>C/O QVT FINANCIAL LP<br>ATTN: NICK BRUMM<br>1177 AVENUE OF THE AMERICAS, 9TH<br>FLOOR<br>NEW YORK, NY 10036          | 08-13888<br>(JMP) | Lehman Brothers Special Financing Inc. | 09/21/2009 | 21917   | \$0.00              | Settled Derivatives Claim        |

**IN RE LEHMAN BROTHERS HOLDINGS, INC., ET AL., CASE NO: 08-13555 (JMP)****OMNIBUS OBJECTION 146: EXHIBIT A - SETTLED DERIVATIVES CLAIMS**

|    | NAME   | CASE NUMBER       | DEBTOR NAME                            | FILED DATE | CLAIM # | TOTAL CLAIM DOLLARS | REASON FOR PROPOSED DISALLOWANCE |
|----|--|-------------------|--|------------|---------|---------------------|----------------------------------|
| 30 | QVT FUND LP<br>C/O QVT FINANCIAL LP<br>ATTN: NICK BRUMM<br>1177 AVENUE OF THE AMERICAS, 9TH FLOOR<br>NEW YORK, NY 10036                            | 08-13555<br>(JMP) | Lehman Brothers Holdings Inc.          | 09/21/2009 | 22980   | \$0.00              | Settled Derivatives Claim        |
| 31 | RELIANT ENERGY POWER SUPPLY, LLC<br>C/O LOWENSTEIN SANDLER PC<br>ATTN: S. JASON TEELE<br>65 LIVINGSTON AVENUE<br>ROSELAND, NJ 07068                | 08-13555<br>(JMP) | Lehman Brothers Holdings Inc.          | 09/21/2009 | 22017   | Undetermined        | Settled Derivatives Claim        |
| 32 | STATE STREET BANK AND TRUST COMPANY<br>ATTN: KEVIN L. COURTNEY<br>1776 HERITAGE DRIVE<br>A5N<br>QUINCY, MA 02171                                   | 08-13555<br>(JMP) | Lehman Brothers Holdings Inc.          | 09/18/2009 | 19468   | \$2,671,261.00*     | Settled Derivatives Claim        |
| 33 | STATE STREET BANK AND TRUST COMPANY<br>ATTN: KEVIN L COURTNEY ESQ<br>1776 HERITAGE DRIVE<br>A5N<br>NORTH QUINCY, MA 02171                          | 08-13555<br>(JMP) | Lehman Brothers Holdings Inc.          | 09/22/2009 | 28748   | \$17,291,383.00*    | Settled Derivatives Claim        |
| 34 | U.S. BANK NATIONAL ASSOCIATION CORPORATE TRUST SERVICES<br>ATTN: TIMOTHY PILLAR, VP<br>EP-MN-WS1D, 60 LIVINGSTON AVENUE<br>ST. PAUL, MN 55107-2292 | 08-13888<br>(JMP) | Lehman Brothers Special Financing Inc. | 09/22/2009 | 31019   | Undetermined        | Settled Derivatives Claim        |
|    |  |                   |  |            | TOTAL   | \$57,463,932.35     |                                  |

\* - Indicates claim contains unliquidated and/or undetermined amounts

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

|   |          |                               |
|---|----------|-------------------------------|
| <b>In re</b>                                  | <b>:</b> | <b>Chapter 11 Case No.</b>    |
|   | <b>:</b> |                               |
| <b>LEHMAN BROTHERS HOLDINGS INC., et al.,</b> | <b>:</b> | <b>08-13555 (JMP)</b>         |
|   | <b>:</b> |                               |
| <b>Debtors.</b>                               | <b>:</b> | <b>(Jointly Administered)</b> |
|   | <b>X</b> |                               |

**ORDER GRANTING DEBTORS' ONE HUNDRED FORTY-SIXTY  
OMNIBUS OBJECTION TO CLAIMS (SETTLED DERIVATIVES CLAIMS)**

Upon the one hundred forty-sixth omnibus objection to claims, dated May 16, 2011 (the “One Hundred Forty-Sixth Omnibus Objection to Claims”),<sup>1</sup> of Lehman Brothers Holdings Inc. and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), pursuant to section 502(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 6664], seeking disallowance and expungement of the Settled Derivatives Claims on the grounds that the Debtors and claimants have agreed that the Settled Derivatives Claims seek recovery of monies for which the applicable Debtors are not liable, all as more fully described in the One Hundred Forty-Sixth Omnibus Objection to Claims; and due and proper notice of the One Hundred Forty-Sixth Omnibus Objection to Claims having been provided to (i) the U.S. Trustee; (ii) the attorneys for the Creditors’ Committee; (iii) the Securities and Exchange Commission; (iv) the Internal Revenue Service; (v) the United States Attorney for the Southern District of New York; (vi) each claimant listed on Exhibit A attached to

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Debtors’ One Hundred Forty-Sixth Omnibus Objection to Claims.

the One Hundred Forty-Sixth Omnibus Objection to Claims; and (vii) all other parties entitled to notice in accordance with the procedures set forth in the second amended order entered on June 17, 2010, governing case management and administrative procedures for these cases [Docket No. 9635]; and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the One Hundred Forty-Sixth Omnibus Objection to Claims is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the One Hundred Forty-Sixth Omnibus Objection to Claims establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is

ORDERED that the relief requested in the One Hundred Forty-Sixth Omnibus Objection to Claims is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the Settled Derivatives Claims listed on Exhibit 1 annexed hereto are disallowed and expunged in their entirety with prejudice; and it is further

ORDERED that this Order supersedes all previous orders regarding the Settled Derivatives Claims listed on Exhibit 1 annexed hereto; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of, and all rights to object and defend on any basis are expressly reserved with respect to, any claim listed on Exhibit A annexed to the One Hundred Forty-Sixth Omnibus Objection to Claims that does not appear on Exhibit 1 annexed hereto; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: \_\_\_\_\_, 2011  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE